

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
Alexandria Division**

In re: FITNESS RESOURCE, INC.
Debtor(s)

Case Number 11-16630-BFK
Chapter 11

**ORDER GRANTING DEBTOR'S MOTION TO
APPROVE REJECTION OF UNEXPIRED LEASES**

Upon the Motion of the Debtor for the entry of an order approving the rejection of certain unexpired leases; the Nees Declaration; the testimony taken and read; and

IT APPEARING TO THE COURT that the relief requested in the Motion is in the best interests of the Debtor, its estate, its creditors, and other parties in interest; and

IT FURTHER APPEARING TO THE COURT that proper and adequate notice of the Motion has been given under the circumstances, all affected parties having received actual notice; and

IT FURTHER APPEARING TO THE COURT that the Debtor surrendered possession of the subject premises and delivered keys to the Rejected Leases on September 21, 2011; now, therefore, for good and sufficient cause, it is hereby

ORDERED that:

1. The Motion is GRANTED.
2. The Rejected Leases as set forth in EXHIBIT A attached hereto are hereby rejected as of September 22, 2011.
3. Claims from the rejection of each Rejected Lease must be filed by the deadline established in this case for filing proofs of claim.
4. The Debtor does not waive any claims that it has or may have against each

counterparty to the Rejected Leases, whether or not such claims are related to the rejection of such Rejected Leases.

5. Counterparties to the Rejected Leases shall be prohibited from setting off or otherwise using security deposits or other monetary deposits to reduce their claims against the Debtor without prior approval from the Court.
6. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon entry.
7. This Court shall retain jurisdiction over any and all matters arising from or related to the implementation or interpretation of this Order.

Date: _____

Brian F. Kenney
United States Bankruptcy Judge

Entered on Docket: _____

We ask for this:

/s/ Kermit A. Rosenberg
Kermit A. Rosenberg
Butzel Long Tighe Patton, PLLC
1747 Pennsylvania Avenue, N.W., Suite 300
Washington, D.C. 20006-4604
Virginia State Bar No. 14975
Telephone: 202.454.2800
Proposed Counsel for Fitness Resource, Inc.

Copies to:

Kermit A. Rosenberg, Esquire

EXHIBIT A

REJECTED LEASES

<u>Other Parties to Lease</u>	<u>Description of Leased Premises</u>
Fredericksburg 35, LLC 8405 Greensboro Drive, Suite 830 McLean, VA 22102-5121	12101 Amos Lane Fredericksburg, VA 22407
Centro Oper Partnership2 LLC 420 Lexington Avenue - 7th Floor New York, NY 10017	7651 North Point Parkway Suite 900 Alpharetta, GA 30022
Acorn Associates L.P. Phase I 9302 Lee Highway, Suite 300 Fairfax, VA 22031-1214	2946-I Chain Bridge Road Oakton, VA 22124
Dickens Place LLC c/o The Wilton Companies 4901 Dickens Road, Suite 100 Richmond, VA 23230-1952	6403-G Dickens Place Richmond, VA 23230